

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	Chapter 11
)	
W. R. GRACE & CO., et al.,)	Case No. 01-01139 (JKF)
)	(Jointly Administered)
Debtors.)	
)	Re: Docket No. 26367
)	

**STIPULATION REGARDING CURE PURSUANT TO SECTION 9.1.2 OF THE JOINT
PLAN OF REORGANIZATION**

This Stipulation is made this 18th day of March, 2011 between W. R. Grace & Co., et al. (the “Debtors”), and Chartis, Inc, and its subsidiaries and affiliates, including National Union Fire Insurance Company of Pittsburgh, Pa. (“Claimant”) whereby the parties state and agree as follows:

1. On February 21, 2011, the Debtors filed their *Notice Regarding Cure Exhibit Pursuant to Section 9.1.2 of the Joint Plan of Reorganization* (the “Cure Notice”) (Docket No. 26367).
2. The Debtors are in the process of serving the Cure Notice, pursuant to section 9.1.2 of the Joint Plan of Reorganization¹, on each non-Debtor party who may have or may allege to have an executory contract or unexpired lease being assumed pursuant to the Joint Plan of Reorganization in lieu of the Cure Exhibit called for therein.

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the *First Amended Joint Plan of Reorganization* in these Chapter 11 Cases, as amended, Docket nos. 19579, 20666, 20872, 20873, 21594, 24657, 25881 & 26368 (the “Joint Plan of Reorganization”).

3. Claimant asserts that it has or may have one or more executory contracts or unexpired leases that are being assumed by the Debtors for which cure may be owing. Claimant, however, has either (i) previously filed one or more Proofs of Claim for amounts that Claimant believes are owing by the Debtors under or in connection with the alleged executory contracts or unexpired leases, including any amounts that may be owing for cure, or (ii) otherwise informed the Debtors of its potential Claims through other appropriate means.

4. By this Stipulation, the parties agree that Claimant has already complied with the terms of section 9.1.1 and 9.1.2 of the Joint Plan of Reorganization, to the extent applicable to Claimant, by proceeding as outlined in paragraph 3 above with respect to its claim for cure and that, therefore, Claimant need not file anything further pursuant to the Joint Plan of Reorganization or the Cure Notice to preserve its rights to assert that cure is owing from the Debtors with respect to Claimant's alleged executory contracts or unexpired leases and the deadlines set forth in the Cure Notice have all been met.

Dated: March 18, 2011

KIRKLAND & ELLIS LLP

John Donley
Adam Paul
300 North LaSalle
Chicago, IL 60654
Telephone: (312) 862-2000
Facsimile: (312) 862-2200

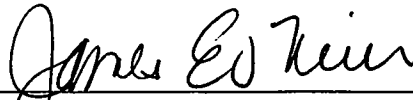
and

BAER HIGGINS FRUCHTMAN LLC

Janet S. Baer
111 East Wacker Drive, Suite 2800
Chicago, IL 60601
Telephone: (312) 836-4022
Facsimile: (312) 577-0737

and

PACHULSKI STANG ZIEHL & JONES LLP

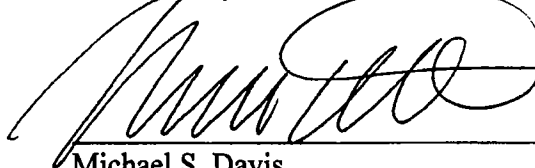


Laura David Jones (Bar No. 2436)
James E. O'Neill (Bar No. 4042)
Kathleen P. Makowski (Bar No. 3648)
Timothy Cairns (Bar No. 4228)
919 North Market Street, 16th Floor
P.O. Box 8705
Wilmington, DE 19899-8705
(Courier 19801)
Telephone: (302) 652-4100
Facsimile: (302) 652-4400

Counsel for the Debtors and Debtors in Possession

Dated: March 18, 2011

ZEICHNER, ELLMAN & KRAUSE LLP



Michael S. Davis
575 Lexington Avenue
New York, New York 10022
Telephone: (212) 223-0400
Facsimile: (212) 753-0396

*Counsel for Claimant Chartis, Inc. and Behalf of Itself
and Its Subsidiaries and Affiliates*